AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park

New York, New York 10036 Telephone: (212) 872-1000 Facsimile: (212) 872-1002

Ira S. Dizengoff Philip C. Dublin Sara L. Brauner

Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11

Chapter

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

:

Debtors.¹ : (Jointly Administered)

: -----X

AMENDED FORTY-FOURTH MONTHLY
FEE STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF MAY 1, 2022 THROUGH MAY 31, 2022

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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide Professional Services

To:

The Official Committee of Unsecured Creditors of Sears Holdings Corporation, et

al.

Date of Retention: December 10, 2018 nunc pro tunc to October

24, 2018

Period for Which Compensation and

Reimbursement Is Sought:

May 1, 2022 through May 31, 2022

Monthly Fees Incurred: \$272,902.50

20% Holdback: \$54,580.50

Total Compensation Less 20% Holdback: \$218,322.00

Monthly Expenses Incurred: \$3,233.86

Total Fees and Expenses Requested: \$221,555.86

This is a <u>x</u> monthly <u>interim</u> final application

Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors"), hereby submits this amended² statement of fees and disbursements (the "Forty-Fourth Monthly Fee Statement") covering the period from May 1, 2022 through and including May 31, 2022 (the "Compensation Period") in accordance with the Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Interim Compensation Order") [ECF No. 796].

² On July 21, 2022, Akin Gump filed the Forty-Fourth Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Professional Services Rendered and Disbursements Incurred as Counsel to the Official Committee of Unsecured Creditors for the Period of May 1, 2022 Through May 31, 2022 [ECF No. 10534], which inadvertently included \$134.58 of expenses unrelated to the Debtors' chapter 11 cases. Accordingly, Akin Gump hereby files this amended Forty-Fourth Monthly Fee Statement, which supersedes the initial version of the Forty-Fourth Monthly Fee Statement and does not include such expenses. For the avoidance of doubt, Akin Gump will not request reimbursement of such expenses.

By the Forty-Fourth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,³ Akin Gump requests (a) interim allowance and payment of compensation in the amount of \$218,322.00 (80% of \$272,902.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$3,233.86 incurred by Akin Gump during the Compensation Period.

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ The total amount sought for fees and expenses (\$276,136.36) reflects voluntary reductions for the Compensation Period of \$39,352.50 in fees and \$1,377.42 in expenses.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Forty-Fourth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoi.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: paul.leake@skadden.com), Paul D. Leake (email: Shana Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675

Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) and (collectively, the "Notice Parties").

Objections to this Forty-Fourth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 5**, **2022** (the "Objection Deadline"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection").

If no Objections to this Forty-Fourth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Forty-Fourth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Forty-Fourth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York

August 1, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

Ira S. Dizengoff Philip C. Dublin Sara L. Brauner One Bryant Park

New York, New York 10036 Telephone: (212) 872-1000 Facsimile: (212) 872-1002

Email: idizengoff@akingump.com pdublin@akingump.com sbrauner@akingump.com

Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,400.00	91.20	127,680.00
Ira Dizengoff	Financial Restructuring	1993	1,775.00	11.60	20,590.00
Dean Chapman	Litigation	2009	1,400.00	71.40	99,960.00
David Zensky	Litigation	1988	1,775.00	13.90	24,672.50
Total Partner				188.10	272,902.50
Total Hours / Fees Requested				188.10	272,902.50

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ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,450.84	188.10	272,902.50
Associates	0.00	0.00	0.00
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	1,450.84		
Total Fees Incurred		188.10	272,902.50

Exhibit B

Task Code Summary

Task			
Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	1.60	2,240.00
4	Analysis of Other Professionals Fee Applications/Reports	0.40	560.00
7	Creditors Committee Matters/Meetings (including 341		
	Meetings)	1.20	1,680.00
8	Hearings and Court Matters/Court Preparation	0.30	420.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit	35.70	49,980.00
	Financing		
20	Jointly Asserted Causes of Action	140.80	206,682.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	7.20	10,080.00
23	Asset Dispositions/363 Asset Sales	0.90	1,260.00
	TOTAL:	188.10	272,902.50

Exhibit C

Itemized Fees



SEARS CREDITORS COMMITTEE CHIEF RESTRUCTURING OFFICER SEARS HOLDING CORP. 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179 ATTN: ROBERT RIECKER Invoice Number 1997867 Invoice Date 07/19/22 Client Number 700502 Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK:

		HOURS	<u>VALUE</u>
003	Akin Gump Fee Application/Monthly	1.60	\$2,240.00
	Billing Reports		
004	Analysis of Other Professionals Fee	0.40	\$560.00
	Applications/Reports		
007	Creditors Committee Matters/Meetings	1.20	\$1,680.00
	(including 341 Meetings)		
800	Hearings and Court Matters/Court	0.30	\$420.00
	Preparation		
010	DIP, Cash Collateral Usage, Adequate	35.70	\$49,980.00
	Protection and Exit Financing		
020	Jointly Asserted Causes of Action	140.80	\$206,682.50
022	Disclosure	7.20	\$10,080.00
	Statement/Solicitation/Plan/Confirmation		
023	Asset Dispositions/363 Asset Sales	0.90	\$1,260.00
	TOTAL	188.10	\$272,902.50
	TOTAL	100.10	\$412,902.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
05/06/22	SLB	003	Review Akin invoice for privilege and compliance with UST guidelines in connection with preparation of fee app.	0.80
05/11/22	SLB	003	Correspondence with M3 re invoicing issues.	0.40
05/11/22	SLB	003	Correspondence with J. Szydlo re Fee Statement (.2); draft	0.40
03/13/22	SEB	002	correspondence to P. Dublin re same (.2).	0.10
05/04/22	SLB	004	Review professional fee apps (.2); correspondence with Weil re same	0.40
03/01/22	SEB	001	(.2).	0.10
05/10/22	SLB	007	Confer with UCC member re case status and open issues (.4); analyze	1.20
03/10/22	SEB	007	same (.8).	1.20
05/23/22	SLB	008	Confer with G. Fail re upcoming hearing and related issues (.2); draft	0.30
03/23/22	SLD	000	correspondence to members of FR and Lit teams re same (.1).	0.30
05/02/22	DLC	010	Confer with S. Brauner re litigation funding (.4); review materials re	1.50
03/02/22	DLC	010	same (.2); update case budget in connection with lit funding efforts (.4);	1.50
			review and revise funding agreement (.5).	
05/02/22	SLB	010	Confer with D. Chapman re funding agreement and related issues.	0.40
05/03/22	DLC	010	Review and revise funding agreement (1.9); confer with S. Brauner re	2.20
03/03/22	DLC	010	same (.3).	2.20
05/03/22	SLB	010	Continue to revise funding agreement (3.6); confer with D. Chapman re	3.90
03/03/22	SLD	010	same (.3).	3.70
05/04/22	DLC	010	Review and revise litigation financing agreement (1.9); prepare for (.3)	3.50
03/04/22	DLC	010	and participate in prep session with client re declaration ISO funding	3.30
			motion (.8); confer with S. Brauner re: correspondence with admin rep.	
			(.5).	
05/04/22	SLB	010	Meet with Designee and D. Chapman re declaration in support of	2.60
03/04/22	SLD	010	financing motion (.8); follow-up correspondence with Designee re same	2.00
			(.3); confer with D. Chapman re communications with Admin Rep (.5);	
			draft correspondence to Admin Rep re same (.5); analyze issues re same	
			(.5).	
05/05/22	DLC	010	Review and revise funding agreement (2.7); correspond with S. Brauner	3.20
03/03/22	BEC	010	re discussions with admin rep (.5).	3.20
05/05/22	SLB	010	Draft correspondence to Admin Rep re financing (.8); correspondence	3.70
00,00,22	222	010	with D. Chapman re same (.6); analyze issues re financing (.6); revise	5.70
			funding agreement (1.7).	
05/07/22	SLB	010	Continue to revise funding agreement (1.2); correspondence with Z.	1.40
	~		Lanier re same (.2).	
05/11/22	DLC	010	Participate in call with S. Brauner and Z. Lanier re litigation funding	0.60
			agreement.	****
05/11/22	SLB	010	Prepare for internal call (.5); confer with D. Chapman and Z. Lanier re	2.10
			Funding Agreement and related issues (.6); analyze issues re same (1.0).	
05/12/22	SLB	010	Revise Funding Agreement (1.4); draft correspondence to D. Chapman	2.20
			re same (.2); correspondence with BW re same (.1); analyze issue re	
			same (.5).	
05/18/22	DLC	010	Review case budget in connection with litigation funding efforts.	0.30
05/20/22	DLC	010	Revise litigation financing agreement (.9); correspondence with S.	1.10
			Brauner re same (.2).	
05/20/22	SLB	010	Revise funding agreement (1.2); correspondence with D. Chapman re	1.50
			same (.3).	
05/21/22	SLB	010	Analyze open issue re litigation funding (.8); review plan and	1.40
			confirmation order re same (.6).	
05/23/22	SLB	010	Correspondence with potential litigation funder re status and next steps	1.60
			(.3); prepare analysis re same (.5); analyze issues re same (.8).	
05/25/22	DLC	010	Update case budget in connection with litigation funding efforts.	0.70
05/26/22	SLB	010	Prepare notice of hearing on financing motion (.1); coordinate filing of	0.50

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			same (.3); correspondence with G. Fail re same (.1).	
05/27/22	SLB	010	Correspondence with BW re status and next steps in connection with financing motion.	0.20
05/31/22	SLB	010	Confer with PBGC counsel re financing motion (.3); analyze issue re	1.10
	~		same (.4); correspondence with BW re same (.4).	
05/02/22	DLC	020	Review key background materials re Adversary Proceeding (1.3);	2.70
			outline mediation briefing (.6); review FTI mediation deck (.5);	
			correspond with FTI re same (.3).	
05/02/22	SLB	020	Revise slides for mediators (1.6); correspondence with FTI re same (.3);	3.10
			analyze open mediation issue (.9); correspondence with mediators re	
05/02/22	DIVE	020	scheduling (.3).	0.40
05/03/22	DMZ	020	Attend mediation session.	0.40
05/03/22	DLC	020	Review key materials re certain defendants in connection with mediation	3.00
			(1.8); prepare for (.1) and participate in (.4) mediation session; review and revise letter to Seritage (.2); circulate same to clients with cover	
			letter (.5); send same to opposing counsel (.1).	
05/03/22	SLB	020	Prepare for (.3) and participate in (.4) mediation session; review plan	1.50
03/03/22	SLD	020	and confirmation order in connection with same (.2); analyze open	1.50
			mediation issue (.6).	
05/04/22	DMZ	020	Correspond with D. Chapman re mediation briefing.	0.10
05/04/22	DLC	020	Review hot docs (.4); correspond with D. Zensky re mediation (.1).	0.50
05/05/22	DMZ	020	Review correspondence from Admin. Rep. and Defendants re Adversary	0.20
			Proceeding.	
05/05/22	DLC	020	Review JAMS fee agreement (.5); confer with JAMS re: same (.4);	2.00
			revise JAMS fee agreement (.4); correspond with S. Brauner re	
			mediation issues (.4); review correspondence from Defendant in	
05/05/00	ar D	020	connection with same (.3).	1.00
05/05/22	SLB	020	Correspondence with D. Chapman re mediation and related issues (.4);	1.00
05/06/22	DLC	020	review materials re same (.6).	1.20
05/06/22	DLC	020	Confer with S. Brauner and JAMS re engagement letter in connection with mediation (.4); revise same (.8).	1.20
05/06/22	SLB	020	Confer with D. Chapman re mediation fees and related issues (.4);	1.00
03/00/22	SLD	020	review materials re same (.6).	1.00
05/09/22	DLC	020	Review key documents in Adversary Proceeding (2.5); draft	7.40
			supplemental mediation submission (4.1); confer with JAMS re	
			mediation fee agreement (.4); correspond with S. Brauner re same (.4).	
05/09/22	SLB	020	Correspondence with D. Chapman re mediation fees and related issues	1.20
			(.4); analyze issues re same (.8).	
05/10/22	DMZ	020	Confer with S. Brauner and D. Chapman re mediation (.2); confer with I.	0.30
			Dizengoff re same (.1).	
05/10/22	ISD	020	Review materials re mediation (1.0); confer with D. Zensky re same (.1).	1.10
05/10/22	DLC	020	Review key documents (1.0); revise memorandum for mediation (3.7);	5.40
			confer with S. Brauner and D. Zensky re mediation (.2); confer with	
05/10/22	SLB	020	JAMS re fee agreement (.3); analyze issues re same (.2). Review correspondence from mediators re status (.3); confer with D.	1.80
03/10/22	SLD	020	Zensky and D. Chapman re same (.2); analyze issues re same (.9);	1.60
			correspondence (.2) and confer (.2) with Debtors' counsel re same.	
05/11/22	DMZ	020	Call with I. Dizengoff re mediation.	0.30
05/11/22	ISD	020	Confer with D. Zensky re mediation (.3); review correspondence and	1.30
			analysis from S. Brauner re same (.7); analyze issues re same (.3).	
05/11/22	DLC	020	Review mediation invoices (.2); correspond with Debtors re same (.2);	1.80
			review correspondence from mediators (.2); draft correspondence to	
			litigation designees re same (.2); confer with S. Brauner re mediation	
			(.2); revise draft mediation submission (.8).	
05/11/22	SLB	020	Draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re	2.70
			mediation and related issues (.5); comment on correspondence to	
			Designees re same (.2); analyze issues re same (1.3); review analysis re	

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05/10/00	DM7	020	same (.5); confer with D. Chapman re mediation (.2).	0.50
05/12/22	DMZ ISD	020	Attend mediation sessions.	0.50
05/12/22	เจบ	020	Attend mediation session (.5); correspond with D. Zensky and S. Brauner re same (.3).	0.80
05/12/22	DLC	020	Prepare for (.7) and attend (.5) mediation sessions; correspond with I.	1.90
			Dizengoff and S. Brauner re: same (.7).	
05/12/22	SLB	020	Attend mediation sessions (.5); draft summary correspondence for	2.80
			Designees (.6); follow-up correspondence with Designees (.3):	
			correspondence with I. Dizengoff and D. Chapman re mediation and	
			related issues (.7); analyze issues re same (.4); confer with Debtors' counsel re same (.3).	
05/13/22	DMZ	020	Correspond with I. Dizengoff, S. Brauner and D. Chapman re mediation	0.40
50, 10, 22	21.12	0_0	(.3); analyze issues re same (.1).	0.10
05/13/22	ISD	020	Attend mediation (.6); internal follow-up correspondence re same (.1).	0.70
05/13/22	DLC	020	Prepare for (.4) and participate in (.6) mediation sessions; correspond	3.60
			with I. Dizengoff, S. Brauner, and D. Zensky re same (.3); review key	
			documents in connection with same (2.1); confer with JAMS and	
05/12/22	CI D	020	Debtors re mediation fees (.2).	2 20
05/13/22	SLB	020	Attend mediation sessions (.6); correspondence with I. Dizengoff, D. Zensky and D. Chapman re same (.3); analyze issues re same (1.3); draft	3.20
			correspondence to Designees re same (.6); confer with FTI re same (.4).	
05/14/22	DMZ	020	Call with S. Brauner and D. Chapman to assess mediation options (.4);	1.20
			call with Designees re same (.8).	
05/14/22	DLC	020	Participate in call with D. Zensky and S. Brauner re mediation (.4);	1.20
			participate in call with Designees re same (.8).	
05/14/22	SLB	020	Pre-call with D. Zensky and D. Chapman (.4) and call with Designees	2.00
			(.8) re mediation; draft correspondence to I. Dizengoff re same (.3);	
05/16/22	DMZ	020	analyze issues re same (.5). Correspond with S. Brauner re mediation.	0.20
05/16/22	ISD	020	Confer with S. Brauner re mediation (.3); correspodn with Designees re	1.20
33/10/22	ISD	020	same (.3); analyze issues re same (.6).	1.20
05/16/22	DLC	020	Review S. Brauner correspondence to Designees re mediation (.2);	0.60
			confer with S. Brauner re same (.4).	
05/16/22	SLB	020	Draft update correspondence to Designees re mediation (.8);	4.40
			correspondence with Designees re same (.4); draft correspondence to I.	
			Dizengoff, D. Zensky and D. Chapman re mediation and open issues	
			(.6); confer with I. Dizengoff re same (.3); confer with D. Chapman re same (.4); analyze issues re same (1.3); correspondence with mediators	
			re upcoming sessions (.4); correspond with D. Zensky re mediation (.2).	
05/17/22	DMZ	020	Review draft mediation statement (.2); prepare for (.3) and attend (1.1)	1.60
		V — V	mediation session.	
05/17/22	ISD	020	Prepare for (.5) and attend (1.1) mediation session.	1.60
05/17/22	DLC	020	Review key documents in connection with Adversary Proceeding (2.5);	6.80
			outline open issues re same (.6); prepare for (.2) and participate in (1.1)	
			call with mediators; draft summary of same for Designees (.8); revise	
05/17/00	CI D	020	mediation submission (1.6).	1.60
05/17/22	SLB	020	Prepare for (.5) and attend (1.1) mediation session; draft correspondence to Designees re status of same (.7); draft correspondence to I. Dizengoff,	4.60
			D. Chapman and D. Zensky re status and next steps (.6); analyze issues	
			re same (1.6).	
05/18/22	DMZ	020	Review and comment on mediation submission (.5); call with D.	1.20
			Chapman re open mediation issues (.2); calls with S. Brauner and D.	
			Chapman re same (.5).	
05/18/22	DLC	020	Review key documents in connection with Adversary Proceeding (1.9);	4.60
			various calls with D. Zensky and S. Brauner re mediation issues (.5);	
05/19/22	CLD	020	revise mediation submission (2.0); confer with D. Zensky re: same (.2).	2.00
05/18/22	SLB	020	Calls with D. Zensky and D. Chapman re next steps in mediation (.5);	2.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
	-		draft correspondence to members of FR and Lit teams re same (.7);	
			analyze issues re same (1.0); correspondence with mediators re same	
0.5/4.0/00	D1 17	0.20	(.3); correspondence with Designees re same (.4).	2.00
05/19/22	DMZ	020	Prepare for (.2) and attend (1.2) mediation sessions; confer with S.	2.00
			Brauner and D. Chapman re same (.4); revise draft correspondence to	
05/10/22	DI C	020	Designees re same (.2).	F 10
05/19/22	DLC	020	Continue review of key documents in connection with mediation (.6); revise mediation submission (1.7); prepare for (.2) and participate in	5.10
			(1.2) mediation sessions; confer with D. Zensky and S. Brauner re same	
			(.4); draft correspondence to Designees re mediation updates (.4);	
			analyze mediation issues (.8); correspondence with S. Brauner re same	
			(.2).	
05/19/22	SLB	020	Attend various mediation sessions (1.2); analyze issues re mediation	4.80
			(.7); review materials re same (1.2); correspondence with mediators re	
			same (.2); confer with D. Zensky and D. Chapman re same (.4); prepare	
			update correspondence and analysis for Designees (1.0); correspondence	
			with D. Chapman re same (.2).	
05/20/22	DMZ	020	Correspondence with S. Brauner and D. Chapman re mediation updates	2.00
			(.2); attend mediation sessions (1.1); attend call with Admin	
			Representative re mediation (.4); review memorandum in connection	
05/20/22	DLC	020	with mediation (.3).	3.80
03/20/22	DLC	020	Correspond with D. Zensky and S. Brauner re mediation (.4); review documents in connection with same (1.1); participate in multiple	3.80
			mediation sessions (1.1); draft summary memorandum of same (.6);	
			participate in call with admin rep re mediation (.4); participate in call	
			with K. Casteel re updates in Adversary Proceeding (.2).	
05/20/22	SLB	020	Attend mediation sessions (1.1); analyze issues re same (.6);	4.10
			correspondence with Designees re same (.4); prepare summary of status	
			for Designees (.7); correspondence with D. Zensky and D. Chapman re	
			same and next steps (.5); review materials re same (.4); attend call with	
			Quinn and Admin Representative re mediation (.4).	
05/23/22	DMZ	020	Correspond with S. Brauner and D. Chapman re next steps in mediation.	0.10
05/23/22	DLC	020	Correspond with D. Zensky and S. Brauner re mediation updates.	0.40
05/23/22	SLB	020	Correspondence with D. Zensky and D. Chapman re mediation and next	1.70
			steps (.4); analyze issues re same (.9); draft update correspondence to	
05/24/22	DMZ	020	Designees re same (.4). Review mediation statement.	0.20
05/24/22	DLC	020	Review mediators' report (.2) analyze issues re same (.3).	0.50
05/24/22	SLB	020	Prepare talking points for Chambers conference in adversary proceeding.	1.00
05/25/22	DMZ	020	Correspond with I. Dizengoff, S. Brauner and D. Chapman re mediation	0.60
			and chambers conference (.3); revise correspondence to Designees re	
			same (.3).	
05/25/22	ISD	020	Confer with S. Brauner and Weil re mediation (.2); calls with S. Brauner	1.00
			re same (.5); revieew internal correspondence re same (.3).	
05/25/22	DLC	020	Review correspondence from defendants in Adversary Proceeding (.2);	1.60
			draft correspondence to D. Zensky, I. Dizengoff and S. Brauner re same	
			(.3); draft response to Defendants (.5); correspond with D. Zensky, I.	
			Dizengoff, and S. Brauner re chambers conference and mediation issues	
05/25/22	SLB	020	(.3); prepare for same (.3). Participate on call with R. Schrock, G. Fail and I. Dizengoff re	5.40
03/23/22	SLD	020	Chambers conf (.2); follow-up call with I. Dizengoff re same (.2);	3.40
			prepare for same (.5); correspondence with I. Dizengoff, D. Zensky and	
			D. Chapman re same (.3); revise materials for same (1.2); draft	
			correspondence to Designees re mediation (.8); analyze issues re same	
			(.9); confer with I. Dizengoff re same (.3).	
05/26/22	DMZ	020	Attend chambers conference (.5); analyze issues re next steps (.2).	0.70
05/26/22	ISD	020	Prepare for (.7) and attend (.5) Chambers conference re mediation.	1.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
05/26/22	DLC	020	Attend Chambers conference re mediation (.5); confer with S. Brauner re same (.3); draft order extending mediation (1.0) circulate same to mediation parties (.2)	2.00
05/26/22	SLB	020	mediation parties (.2). Prepare for (.3) and attend (.5) Chambers conf in adversary proceeding; revise proposed mediation extension order (.4); confer with D. Chapman re same (.3); draft summary of Chambers conf for Designees (.3); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re mediation and related issues (.7); analyze issues re same (.3).	2.20
05/27/22	ISD	020	Confer with S. Brauner re mediation (.2); review mediation order (.4); analyze mediation issues (.7).	1.30
05/27/22	DLC	020	Revise draft mediation order (.8); confer with S. Brauner re same (.2); circulate materials re mediation to members of FR and Lit teams (2).	1.20
05/27/22	SLB	020	Correspondence with mediation parties re extension order (.4); revise same (.4); confer with D. Chapman re same (.2); draft correspondence to Chambers re same (.2); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re same (.5); confer with I. Dizengoff re open mediation issues (.2); analyze same (.6).	2.50
05/28/22	SLB	020	Draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re mediation (.3); correspondence with mediators re same (.1); analyze issue re same (.4).	0.80
05/31/22	DMZ	020	Review memorandum and key documents in connection with mediation (.9); attend pre-call with I. Dizengoff, S. Brauner and D. Chapman (.2); participate in mediation session (.8).	1.90
05/31/22	ISD	020	Call with D. Zensky, S. Brauner and D. Chapman re mediation session (.2); attend same (.8); follow up with S. Brauner re same (.2); analyze issues re same (.2).	1.40
05/31/22	DLC	020	Participate in call with D. Zensky, I. Dizengoff, and S. Brauner re: mediation (.2) participate in mediation session (.8).	1.00
05/31/22	SLB	020	Participate on pre-call with D. Zensky, I. Dizengoff and D. Chapman re mediation (.2); participate on call with mediators (.8); analyze issue re mediation (.9); correspondence with Designees re same (.2); confer with I. Dizengoff re same (.2).	2.30
05/09/22	SLB	022	Confer with G. Fail (Weil) re pre-Effective Date Committee meeting and related issues (.4); review materials re same (.8); analyze issues re same (1.3); correspondence with R. Tucker re same (.2).	2.70
05/10/22	SLB	022	Prepare for (.5) and participate in (1.0) pre-Effective Date Committee call; correspondence with FTI re same (.2) correspondence with Debtors' counsel re same (.3); analyze Effective Date related issues (1.2).	3.20
05/13/22	SLB	022	Confer with G. Fail re Effective Date issues and related matters (.3); draft correspondence to members of FR and Lit teams re same (.3); analyze issues re same (.3).	0.90
05/24/22	SLB	022	Confer with creditor re plan distributions.	0.40
05/13/22	SLB	023	Confer with C. Carty (Herrick) re MTN investigation and related issues (.4); analyze issues re same (.5).	0.90
			Total Hours	188.10

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	<u>Value</u>
D M ZENSKY	13.90	at	\$1775.00 =	\$24,672.50
I S DIZENGOFF	11.60	at	\$1775.00 =	\$20,590.00
D L CHAPMAN	71.40	at	\$1400.00 =	\$99,960.00
S L BRAUNER	91.20	at	\$1400.00 =	\$127,680.00

Current Fees \$272,902.50

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30%	289.04
discount	
Computerized Legal Research – Other	352.37
Computerized Legal Research – Westlaw – in contract	2,052.08
30% discount	
Computerized Legal Research - Courtlink - In Contract	348.89
50% Discount	
Meals – Overtime	20.00
Meals – In House Catered	171.48
TOTAL:	3,233.86

Exhibit E

Itemized Disbursements

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FOR COSTS AD	VANCED AND EXPENSES INCURRED:	4.00.04	
	Computerized Legal Research - Lexis - in contract 30% discount	\$289.04	
	Computerized Legal Research - Other	\$352.37	
	Computerized Legal Research - Courtlink	\$348.89	
	- In Contract 50% Discount Computerized Legal Research - Westlaw	\$2,052.08	
	- in contract 30% discount	Ψ2,032.00	
	Meals - Overtime	\$20.00	
	Meals - In House Catered	\$171.48	
	Current Expenses		\$3,233.86
	•		
<u>Date</u>		Value	
04/13/22	Meals - In House Catered CONSTELLATION IN HOUSE	\$47.36	
	CATERING: ANITA GOMEZ ID: 418		
	GUEST COUNT: 6 DATE: 04/13/2022		
05/01/22	Meals - Overtime VENDOR:	\$20.00	
	GRUBHUB HOLDINGS INC F/K/A SEAMLE upload INVOICE#: SL-184-		
	130 DATE: 5/1/2022		
	Dean Chapman - Trattoria Trecolori -		
05/02/22	4/26/2022 - Overtime Meal	¢100.50	
05/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$180.58	
	LIBRARY AKIN Date: 5/2/2022		
	AcctNumber: 1000309084 ConnectTime:		
05/02/22	0.0 Computerized Legal Research - Westlaw	\$32.83	
03/02/22	- in contract 30% discount User:	\$32.63	
	ACKER-RAMIREZ REFUGIO Date:		
	5/2/2022 AcctNumber: 1003389479		
05/02/22	ConnectTime: 0.0 Computerized Legal Research - Courtlink	\$16.62	
03/02/22	- In Contract 50% Discount Service:	\$10.02	
	COURTLINK TRACK; Employee:		
	NYCLERKS CLERKS; Charge Type:		
	OTHER FREQUENCY TRACKS; Quantity: 3.0		
05/03/22	Computerized Legal Research - Courtlink	\$16.62	
	- In Contract 50% Discount Service:		
	COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type:		
	OTHER FREQUENCY TRACKS;		
	Quantity: 3.0		
05/03/22	Computerized Legal Research - Westlaw	\$90.29	
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date:		
	5/3/2022 AcctNumber: 1003389479		
	ConnectTime: 0.0		
05/04/22	Computerized Legal Research - Westlaw	\$24.63	
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date:		
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	5/4/2022 AcctNumber: 1003389479		
05/04/22	ConnectTime: 0.0 Computerized Legal Research - Westlaw	\$90.29	
03/04/22	- in contract 30% discount User: YEN	\$90.29	
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	1003389479 ConnectTime: 0.0		
05/04/22	Computerized Legal Research - Westlaw	\$8.21	
03/04/22	- in contract 30% discount User: YEN	φ6.21	
	DORIS Date: 5/4/2022 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/04/22	Computerized Legal Research - Courtlink	\$16.61	
03/01/22	- In Contract 50% Discount Service:	Ψ10.01	
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	NYCLERKS CLERKS; Charge Type:		
	OTHER FREQUENCY TRACKS;		
	Quantity: 3.0		
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	- In Contract 50% Discount Service:		
	COURTLINK TRACK; Employee:		
	NYCLERKS CLERKS; Charge Type:		
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	Quantity: 3.0		
05/05/22	Computerized Legal Research - Westlaw	\$57.46	
	- in contract 30% discount User: YEN		
	DORIS Date: 5/5/2022 AcctNumber:		
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05/05/22	Computerized Legal Research - Westlaw	\$57.46	
	- in contract 30% discount User:		
	LIBRARY AKIN Date: 5/5/2022		
	AcctNumber: 1000309084 ConnectTime:		
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05/06/22	Computerized Legal Research - Courtlink	\$16.61	
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	COURTLINK TRACK; Employee:		
	NYCLERKS CLERKS; Charge Type:		
	OTHER FREQUENCY TRACKS;		
05/00/22	Quantity: 3.0	¢100.50	
05/09/22	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$180.58	
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	AcctNumber: 1000309084 ConnectTime:		
	0.0		
05/09/22	Computerized Legal Research - Westlaw	\$32.83	
03/07/22	- in contract 30% discount User:	\$32.63	
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03/03/22	- In Contract 50% Discount Service:	Ψ10.01	
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	NYCLERKS CLERKS; Charge Type:		
	OTHER FREQUENCY TRACKS;		
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	NYCLERKS CLERKS; Charge Type:		
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	Quantity: 3.0		
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05/11/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/11/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21	
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05/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/12/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46	
05/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/12/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$57.46	
05/12/22	Meals - In House Catered CONSTELLATION IN HOUSE CATERING: ANITA GOMEZ ID: 617 GUEST COUNT: 6 DATE: 05/12/2022	\$124.12	
05/13/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61	
05/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/16/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$180.58	
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	NYCLERKS CLERKS; Charge Type:		
	OTHER FREQUENCY TRACKS;		
	Quantity: 3.0		

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05/30/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/30/2022 AcctNumber: 1003389479	\$32.83	
05/31/22	ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/31/2022 AcctNumber: 1003389479	\$90.29	
05/31/22	ConnectTime: 0.0 Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.52	
05/31/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 3.0	\$219.52	
05/31/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62	
05/31/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022 - Document retrieval in various courts	\$16.00	
05/31/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$16.00	
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$50.63	
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$50.63	
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2205 DATE: 5/31/2022	\$59.06	
05/31/22	- Document retieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2205 DATE: 5/31/2022	\$118.13	
05/31/22	 Document retieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC 	\$41.92	

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Bill Number: 1997867
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- Document retieval in various courts

Current Expenses \$3,233.86

Total Amount of This Invoice \$276,136.36

Prior Balance Due \$8,821,607.28

Total Balance Due Upon Receipt \$9,097,743.64